

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF MANAGED HEALTH CARE**

File No. 933-0080
Order No. S-04-1291
Filing Nos. 20049701,
20040137

**Licensee: Golden West Health Plan, Inc.
dba Golden West Vision-Dental Plan**

ORDER

APPROVING NOTICE OF MATERIAL MODIFICATION

Pursuant to Health and Safety Code section 1352(b), the terms of the Notice of Material Modification ("Notice") filed on April 12, 2004, as amended, regarding the Proposed Change of Licensee's Ultimate Parent Company are approved as of the date set forth below. This Order is subject to the conditions set forth in the undertakings listed in Attachment A and the supplements that are attached and incorporated by reference. This order is also conditioned on the merger of WellPoint Health Networks, Inc. into a subsidiary of Anthem, Inc., as filed in the Notice as amended, being effectuated not later than midnight on November 30, 2004. This Order shall remain in effect until revoked or superceded by further Order of the Director. **It is so ordered.**

Dated: August 3, 2004
Sacramento, California

LUCINDA A. EHNES
Director
Department of Managed Health Care